

Bank holding companies must maintain in their files a manually signed and attested printout of the data submitted.

FR Y-9C
OMB Number 7100-0128
Ave. hrs. per response 35.40
Expires March 31, 2008

Board of Governors of the Federal Reserve System



9/23/05 DRAFT

37.95

meeting certain criteria

Consolidated Financial Statements for Bank Holding Companies—FR Y-9C

Report at the close of business as of the last calendar day of the quarter

This Report is required by law: Section 5(c) of the Bank Holding Company Act (12 U.S.C. 1844) and Section 225.5(b) of Regulation Y [12 CFR 225.5(b)].

This report form is to be filed by bank holding companies with total consolidated assets of \$500 million or more. In addition, bank holding companies with debt outstanding to the general public or that are engaged in a nonbank activity (either directly or indirectly) involving financial leverage or engaged in credit extending activities, must file this report (FR Y-9C) regardless of size. See page 1 of

the general instructions for further information. However, when such bank holding companies own or control, or are owned or controlled by, other bank holding companies, only the top-tier holding company must file this report for the consolidated holding company organization, ~~except that lower-tiered bank holding companies that have total consolidated assets of \$4 billion or more must also file this report (FR Y-9C).~~ The Federal Reserve may not conduct or sponsor, and an organization (or a person) is not required to respond to, a collection of information unless it displays a currently valid OMB control number.

NOTE: The Consolidated Financial Statements for Bank Holding Companies must be signed by one director of the bank holding company. This individual should also be a senior official of the bank holding company. In the event that the bank holding company does not have an individual who is a senior official and is also a director, the chairman of the board must sign the report.

I, _____
Name and Title of Officer
have reviewed the Consolidated Financial Statements for Bank Holding Companies filed by the named bank holding company and have transmitted a copy of the report to the Board of Directors for their information.
Signature of Bank Holding Company Official
Date of Signature

The Consolidated Financial Statements for Bank Holding Companies is to be prepared in accordance with the instructions provided by the Federal Reserve System.

Date of Report:

June 30, 2005 March 31, 2006
Month / Date / Year (BHCK 9999)

Legal Title of Bank Holding Company (TEXT 9010)

(Mailing Address of the Bank Holding Company) Street / P.O. Box (TEXT 9110)

City (TEXT 9130) State (TEXT 9200) Zip Code (TEXT 9220)

Return to the appropriate Federal Reserve District Bank the completed original and the number of copies specified by that District Bank.

Person to whom questions about this report should be directed:

Name / Title (TEXT 8901)

Area Code / Phone Number (TEXT 8902)

FAX Number (TEXT 9116)

E-mail Address of Contact (TEXT 4086)

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RSSD ID

C.I.

S.F.

Public reporting burden for this information collection is estimated to vary from 5.0 to 1,250 hours per response, with an average of 35.40 hours per response, including time to gather and maintain data in the required form and to review instructions and complete the information collection. Comments regarding this burden estimate or any other aspect of this information collection, including suggestions for reducing the burden, may be sent to Secretary, Board of Governors of the Federal Reserve System, Washington, D.C. 20551, and to the Office of Management and Budget, Paperwork Reduction Project (7100-0128), Washington, D.C. 20503.

37.95

INSERT A

We, the undersigned officers of this bank holding company, are responsible for establishing and maintaining adequate internal controls over financial reporting, including controls over regulatory reports. We attest that the Consolidated Financial Statements for Bank Holding Companies (including the supporting schedules) for this report date have been prepared in accordance with the instructions issued by the Federal Reserve and to the best of our knowledge and belief are true and correct.

Printed Name of Chief Executive Officer¹

Printed Name of Chief Financial Officer¹

Signature of Chief Executive Officer¹

Signature of Chief Financial Officer¹

Date of Signature

Date of Signature

1. Or the person performing similar functions. If same person performs functions of both chief executive officer and chief financial officer, only one signature is required.

(TEXT XXXX)

(TEXT XXXX)

Report of Income for Bank Holding Companies

Report all Schedules of the Report of Income on a calendar year-to-date basis.

Schedule HI—Consolidated Income Statement

For Federal Reserve Bank Use Only	
RSSD Number	_____
	S.F. _____

FR Y-9C
Page 1

Dollar Amounts in Thousands

	BHCK	Bil	Mil	Thou	
1. Interest income					
a. Interest and fee income on loans:					
(1) In domestic offices	4010				1.a.(1)
(2) In foreign offices, Edge and Agreement subsidiaries, and IBFs	4059				1.a.(2)
b. Income from lease financing receivables	4065				1.b.
c. Interest income on balances due from depository institutions ¹	4115				1.c.
d. Interest and dividend income on securities:					
(1) U.S. Treasury securities and U.S. government agency obligations (excluding mortgage-backed securities)	B488				1.d.(1)
(2) Mortgage-backed securities	B489				1.d.(2)
(3) All other securities	4060				1.d.(3)
e. Interest income from trading assets	4069				1.e.
f. Interest income on federal funds sold and securities purchased under agreements to resell	4020				1.f.
g. Other interest income	4518				1.g.
h. Total interest income (sum of items 1.a through 1.g)	4107				1.h.
2. Interest expense					
a. Interest on deposits:					
(1) In domestic offices:					
(a) Time deposits of \$100,000 or more	A517				2.a.(1)(a)
(b) Time deposits of less than \$100,000	A518				2.a.(1)(b)
(c) Other deposits	6761				2.a.(1)(c)
(2) In foreign offices, Edge and Agreement subsidiaries and IBFs	4172				2.a.(2)
b. Expense on federal funds purchased and securities sold under agreements to repurchase	4180				2.b.
c. Interest on trading liabilities and other borrowed money (excluding subordinated notes and debentures)	4185				2.c.
d. Interest on subordinated notes and debentures and on mandatory convertible securities	4397				2.d.
e. Other interest expense	4398				2.e.
f. Total interest expense (sum of items 2.a through 2.e)	4073				2.f.
3. Net interest income (item 1.h minus item 2.f)	4074				3.
4. Provision for loan and lease losses (from Schedule HI-B, part II, item 5)	4230				4.
5. Noninterest income:					
a. Income from fiduciary activities	4070				5.a.
b. Service charges on deposit accounts in domestic offices	4483				5.b.
c. Trading revenue ²	A220				5.c.
d. Investment banking, advisory, brokerage, and underwriting fees and commissions	B490				5.d. e
e. Venture capital revenue	B491				5.e.
f. Net servicing fees	B492				5.f.
g. Net securitization income	B493				5.g.
h. (1) Underwriting income from insurance and reinsurance activities	C386				5.h.(1)
(2) Income from other insurance and reinsurance activities	C387				5.h.(2)
i. Net gains (losses) on sales of loans and leases	8560				5.i.
j. Net gains (losses) on sales of other real estate owned	8561				5.j.
k. Net gains (losses) on sales of other assets (excluding securities)	B496				5.k.
l. Other noninterest income ³	B497				5.l.
m. Total noninterest income (sum of items 5.a through 5.l)	4079				5.m.
6. a. Realized gains (losses) on held-to-maturity securities	3521				6.a.
b. Realized gains (losses) on available-for-sale securities	3196				6.b.

1. Includes interest income on time certificates of deposit not held for trading.

2. For bank holding companies required to complete Schedule HI, memoranda item 9, trading revenue reported in Schedule HI, item 5.c must equal the sum of memoranda items 9.a through 9.d.

3. See Schedule HI, memoranda item 6.

INSERT B

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(1)	Fees and commissions from securities brokerage.	xxxx				5.d. (1)
(2)	Fees and commissions from annuity sales . . .	xxxxx				5.d. (2)
(3)	Investment banking, advisory, and underwriting fees and commissions	xxxxx				5.d. (3)

Changes in fair value recognized in earnings on credit

Schedule HI—Continued

Memoranda (continued)

Dollar Amounts in Thousands

		BHCK	Bil	Mil	Thou	
7.	Other noninterest expense (from Schedule HI, item 7.d, above) (only report amounts that exceed 1% of the sum of Schedule HI, items 1.h and 5.m):					
a.	Data processing expenses	C017				M.7.a.
b.	Advertising and marketing expenses	0497				M.7.b.
c.	Directors' fees	4136				M.7.c.
d.	Printing, stationery, and supplies	C018				M.7.d.
e.	Postage	8403				M.7.e.
f.	Legal fees and expenses	4141				M.7.f.
g.	FDIC deposit insurance assessments	4146				M.7.g.
h.	TEXT 8565	8565				M.7.h.
i.	TEXT 8566	8566				M.7.i.
j.	TEXT 8567	8567				M.7.j.
8.	Extraordinary items and other adjustments (from Schedule HI, item 12) (itemize all extraordinary items and other adjustments):					
a. (1)	TEXT 3571	3571				M.8.a.(1)
(2)	Applicable income tax effect	BHCK 3572				M.8.a.(2)
b. (1)	TEXT 3573	3573				M.8.b.(1)
(2)	Applicable income tax effect	BHCK 3574				M.8.b.(2)
c. (1)	TEXT 3575	3575				M.8.c.(1)
(2)	Applicable income tax effect	BHCK 3576				M.8.c.(2)
9.	Trading revenue (from cash instruments and derivative instruments) (Sum of items 9.a through 9.f must equal Schedule HI, item 5.c.) (To be completed by bank holding companies that reported average trading assets (Schedule HC-K, item 4.a) of \$2 million or more for any quarter of the preceding calendar year):					
a.	Interest rate exposures	8757				M.9.a.
b.	Foreign exchange exposures	8758				M.9.b.
c.	Equity security and index exposures	8759				M.9.c.
d.	Commodity and other exposures	8760				M.9.d.
10.	Impact on income of derivatives held for purposes other than trading:					
a.	Net increase (decrease) to interest income	8761				M.10.a.
b.	Net (increase) decrease to interest expense	8762				M.10.b.
c.	Other (noninterest) allocations	8763				M.10.c.
11.	Credit losses on derivatives (see instructions)	A251				M.11.
12. a.	Income from the sale and servicing of mutual funds and annuities (in domestic offices)	8431				M.12.a.
b. (1)	Premiums on insurance related to the extension of credit	C242				M.12.b.(1)
(2)	All other insurance premiums	C243				M.12.b.(2)
c.	Benefits, losses, and expenses from insurance-related activities	B983				M.12.c.
13.	Does the reporting bank holding company have a Subchapter S election in effect for federal income tax purposes for the current tax year? (Enter "1" for yes; enter "0" for no)	BHCK A530				M.13.
14.	Stock-based employee compensation expense (net of tax effects)	BHCK C408				M.14.
15.	Stock-based employee compensation expense (net of tax effects) calculated for all awards under the fair value method	C409				M.15.

e. Credit Derivatives

XXXX 3/03 M.9.e

Schedule HI-B—Charge-Offs and Recoveries on Loans and Leases and Changes in Allowance for Loan and Lease Losses

Dollar Amounts in Thousands

I. Charge-offs and Recoveries on Loans and Leases (Fully Consolidated)	Charge-offs ¹ (Column A)				Recoveries (Column B)				
	BHCK	Bil	Mil	Thou	BHCK	Bil	Mil	Thou	
Loans secured by real estate:									
a. Construction, land development, and other land loans in domestic offices.....	3592				3593				1.a.
b. Secured by farmland in domestic offices	3584				3585				1.b.
c. Secured by 1-4 family residential properties in domestic offices:									
(1) Revolving, open-end loans secured by 1-4 family residential properties and extended under lines of credit	5411				5412				1.c.(1)
(2) Closed-end loans secured by 1-4 family residential properties in domestic offices:									
(a) Secured by first liens	C234				C217				1.c.(2)(a)
(b) Secured by junior liens	C235				C218				1.c.(2)(b)
d. Secured by multifamily (5 or more) residential properties in domestic offices	3588				3589				1.d.
e. Secured by nonfarm nonresidential properties in domestic offices	3590				3591				1.e.
f. In foreign offices	8512				8513				1.f.
2. Loans to depository institutions and acceptances of other banks:									
a. To U.S. banks and other U.S. depository institutions	4653				4663				2.a.
b. To foreign banks	4654				4664				2.b.
3. Loans to finance agricultural production and other loans to farmers	4655				4665				3.
4. Commercial and industrial loans:									
a. To U.S. addressees (domicile)	4645				4617				4.a.
b. To non-U.S. addressees (domicile)	4646				4618				4.b.
5. Loans to individuals for household, family, and other personal expenditures:									
a. Credit cards	B514				B515				5.a.
b. Other (includes single payment, installment, all student loans, and revolving credit plans other than credit cards)	B516				B517				5.b.
6. Loans to foreign governments and official institutions	4643				4627				6.
7. All other loans	4644				4628				7.
8. Lease financing receivables:									
a. To U.S. addressees (domicile)	4658				4608				8.a.
b. To non-U.S. addressees (domicile)	4659				4609				8.b.
9. Total (sum of items 1 through 8)	4635				4605				9.

Memoranda

	BHCK	Bil	Mil	Thou	BHCK	Bil	Mil	Thou	
1. Loans to finance commercial real estate, construction, and land development activities (not secured by real estate) included in Schedule HI-B, part I, items 4 and 7 above	5409				5410				M.1.
2. Loans secured by real estate to non-U.S. addressees (domicile) (included in Schedule HI-B, part I, item 1, above)	4652				4662				M.2.

1. Include write-downs arising from transfers to a held-for-sale account.

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(1)	1-4 family residential construction, land development, and other land loans	XXXX				XXXX				l.a.(1)
(2)	Other construction, land development, and other land loans	XXXX				XXXX				l.a.(2)

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(1)	Secured by owner-occupied nonfarm nonresidential properties	XXXX				XXXX				l.e.(1)
(2)	Secured by other nonfarm nonresidential properties	XXXX				XXXX				l.e.(2)

For Federal Reserve Bank Use Only
C.I. _____

Name of Bank Holding Company _____

Consolidated Financial Statements for Bank Holding Companies

Report at the close of business _____

Schedule HC—Consolidated Balance Sheet

Dollar Amounts in Thousands

ASSETS		BHCK	Bil	Mil	Thou	
1. Cash and balances due from depository institutions:						
a. Noninterest-bearing balances and currency and coin ¹		0081				1.a.
b. Interest-bearing balances: ²						
(1) In U.S. offices		0395				1.b.(1)
(2) In foreign offices, Edge and Agreement subsidiaries, and IBFs		0397				1.b.(2)
2. Securities:						
a. Held-to-maturity securities (from Schedule HC-B, column A)		1754				2.a.
b. Available-for-sale securities (from Schedule HC-B, column D)		1773				2.b.
3. Federal funds sold and securities purchased under agreements to resell:						
a. Federal funds sold in domestic offices	BHDM	8987				3.a.
b. Securities purchased under agreements to resell ³	BHCK	8989				3.b.
4. Loans and lease financing receivables:						
a. Loans and leases held for sale		5369				4.a.
b. Loans and leases, net of unearned income	B528					4.b.
c. LESS: Allowance for loan and lease losses	3123					4.c.
d. Loans and leases, net of unearned income and allowance for loan and lease losses (item 4.b minus 4.c)		B529				4.d.
5. Trading assets (from Schedule HC-D)		3545				5.
6. Premises and fixed assets (including capitalized leases)		2145				6.
7. Other real estate owned (from Schedule HC-M)		2150				7.
8. Investments in unconsolidated subsidiaries and associated companies		2130				8.
9. Customers' liability on acceptances outstanding <i>Not applicable</i>		2156				9.
10. Intangible assets:						
a. Goodwill		3163				10.a.
b. Other intangible assets (from Schedule HC-M)		0426				10.b.
11. Other assets (from Schedule HC-F)		2160				11.
12. Total assets (sum of items 1 through 11)		2170				12.

1. Includes cash items in process of collection and unposted debits.

2. Includes time certificates of deposit not held for trading.

3. Includes all securities resale agreements in domestic and foreign offices, regardless of maturity.

Schedule HC—Continued

Dollar Amounts in Thousands

LIABILITIES**13. Deposits:****a. In domestic offices (from Schedule HC-E):**(1) Noninterest-bearing¹

(2) Interest-bearing

b. In foreign offices, Edge and Agreement subsidiaries, and IBFs:

(1) Noninterest-bearing

(2) Interest-bearing

14. Federal funds purchased and securities sold under agreements to repurchase:**a. Federal funds purchased in domestic offices²****b. Securities sold under agreements to repurchase³****15. Trading liabilities (from Schedule HC-D)****16. Other borrowed money (includes mortgage indebtedness and obligations under capitalized leases) (from Schedule HC-M)****17. Not applicable****18. ~~Liability on acceptances executed and outstanding~~****19. a. Subordinated notes and debentures⁴****b. Subordinated notes payable to unconsolidated trusts issuing trust preferred securities, and trust preferred securities issued by consolidated special purpose entities****20. Other liabilities (from Schedule HC-G)****21. Total liabilities (sum of items 13 through 20)****22. Minority interest in consolidated subsidiaries and similar items****EQUITY CAPITAL****23. Perpetual preferred stock and related surplus****24. Common stock (par value)****25. Surplus (exclude all surplus related to preferred stock)****26. a. Retained earnings****b. Accumulated other comprehensive income⁵****27. Other equity capital components⁶****28. Total equity capital (sum of items 23 through 27)****29. Total liabilities, minority interest, and equity capital (sum of items 21, 22, and 28)****MEMORANDUM (to be completed annually ~~only~~ by top-tier bank holding companies for the December 31 report date)****1. Indicate below the name and address of the bank holding company's independent external auditing firm (see instructions), and the name and e-mail address of the auditing firm's engagement partner.⁷****a.** _____
Name of External Auditing Firm (TEXT C703)_____
City (TEXT C708)_____
State Abbrev. (TEXT C714)_____
Zip Code (TEXT C715)**b.** _____
Name of Engagement Partner (TEXT C704)_____
E-mail Address (TEXT C705)

1. Includes total demand deposits and noninterest-bearing time and savings deposits.

2. Report overnight Federal Home Loan Bank advances in Schedule HC, item 16, "Other borrowed money."

3. Includes all securities repurchase agreements in domestic and foreign offices regardless of maturity.

4. Includes limited-life preferred stock and related surplus.

5. Includes net unrealized holding gains (losses) on available-for-sale securities, accumulated net gains (losses) on cash flow hedges, cumulative foreign currency translation adjustments, and minimum pension liability adjustments.

6. Includes treasury stock and unearned Employee Stock Ownership Plan shares.

7. The Federal Reserve regards information submitted in response to Memorandum item 1.b. as confidential.

Schedule HC-B—Securities

Dollar Amounts in Thousands	Held-to-Maturity								Available-for-sale								
	(Column A) Amortized Cost				(Column B) Fair Value				(Column C) Amortized Cost				(Column D) Fair Value				
	BHCK	Bil	Mil	Thou	BHCK	Bil	Mil	Thou	BHCK	Bil	Mil	Thou	BHCK	Bil	Mil	Thou	
1. U.S. Treasury securities	0211				0213				1286				1287				1.
2. U.S. government agency obligations (exclude mortgage-backed securities):																	
a. Issued by U.S. government agencies¹	1289				1290				1291				1293				2.a.
b. Issued by U.S. government- sponsored agencies²	1294				1295				1297				1298				2.b.
3. Securities issued by states and political subdivisions in the U.S.	8496				8497				8498				8499				3.
4. Mortgage-backed securities (MBS)																	
a. Pass-through securities:																	
(1) Guaranteed by GNMA	1698				1699				1701				1702				4.a.(1)
(2) Issued by FNMA and FHLMC	1703				1705				1706				1707				4.a.(2)
(3) Other pass-through securities	1709				1710				1711				1713				4.a.(3)
b. Other mortgage-backed securities (include CMOs, REMICs, and stripped MBS):																	
(1) Issued or guaranteed by FNMA, FHLMC, or GNMA	1714				1715				1716				1717				4.b.(1)
(2) Collateralized by MBS issued or guaranteed by FNMA, FHLMC, or GNMA	1718				1719				1731				1732				4.b.(2)
(3) All other mortgage-backed securities	1733				1734				1735				1736				4.b.(3)
5. Asset-backed securities (ABS):	XXXX				XXXX				XXXX				XXXX				5.
a. Credit card receivables	B838				B839				B840				B841				5.a.
b. Home equity lines	B842				B843				B844				B845				5.b.
c. Automobile loans	B846				B847				B848				B849				5.c.
d. Other consumer loans	B850				B851				B852				B853				5.d.
e. Commercial and industrial loans	B854				B855				B856				B857				5.e.
f. Other	B858				B859				B860				B861				5.f.
6. Other debt securities:																	
a. Other domestic debt securities	1737				1738				1739				1741				6.a.
b. Foreign debt securities	1742				1743				1744				1746				6.b.

1. Includes Small Business Administration "Guaranteed Loan Pool Certificates," U.S. Maritime Administration obligations, and Export-Import Bank participation certificates.

2. Includes obligations (other than mortgage-backed securities) issued by the Farm Credit System, the Federal Home Loan Bank System, the Federal Home Loan Mortgage Corporation, the Federal National Mortgage Association, the Financing Corporation, Resolution Funding Corporation, the Student Loan Marketing Association, and the Tennessee Valley Authority.

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Schedule HC-B—Continued

Dollar Amounts in Thousands	Held-to-Maturity								Available-for-sale							
	(Column A) Amortized Cost				(Column B) Fair Value				(Column C) Amortized Cost				(Column D) Fair Value ¹			
	BHCK	Bil	Mil	Thou	BHCK	Bil	Mil	Thou	BHCK	Bil	Mil	Thou	BHCK	Bil	Mil	Thou
7. Investments in mutual funds and other equity securities with readily determinable fair values.....																
									A510				A511			
8. Total (sum of 1 through 7) (total of column A must equal Schedule HC, item 2.a) (total of column D must equal Schedule HC, item 2.b).....																
	bhct												bhct			
	1754				1771				1772				1773			

Memoranda

	BHCK	Bil	Mil	Thou	
1. Pledged securities ¹	0416				M.1.
2. Remaining maturity of debt securities (Schedule HC-B, items 1 through 6.b in columns A and D above):					
a. 1 year and less	0383				M.2.a.
b. Over 1 year to 5 years	0384				M.2.b.
c. Over 5 years	0387				M.2.c.
3. Amortized cost of held-to-maturity securities sold or transferred to available-for-sale or trading securities during the calendar year-to-date (report the amortized cost at date of sale or transfer)	1778				M.3.
4. Structured notes (included in the held-to-maturity and available-for-sale accounts in Schedule HC-B, items 2, 3, 5, and 6):					
a. Amortized cost.....	8782				M.4.a.
b. Fair value	8783				M.4.b.

Insert E
Move items 5.a. through 5.f. here from previous page

1. Includes held-to-maturity securities at amortized cost and available-for-sale securities at fair value.

INSERT E

Memorandum item 5 is to be completed by bank holding companies with total assets over \$1 billion or with foreign offices.

Dollar Amounts in Thousands	Held-to-maturity								Available-for-sale							
	(Column A) Amortized Cost				(Column B) Fair Value				(Column C) Amortized Cost				(Column D) Fair Value			
	RCFD	Bil	Mil	Thou	RCFD	Bil	Mil	Thou	RCFD	Bil	Mil	Thou	RCFD	Bil	Mil	Thou
5. Asset-backed securities (ABS) (sum of Memorandum items 5.a through 5.f must equal Schedule HC-B, item 5):																

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Schedule HC-C—Loans and Lease Financing Receivables

Do not deduct the allowance for loan and lease losses from amounts reported in this schedule. Report (1) loans and leases held for sale and (2) other loans and leases, net of unearned income. Exclude assets held for trading and commercial paper.

Dollar Amounts in Thousands

	Consolidated (Column A)				In Domestic Offices (Column B)				
	BHCK 1410	Bil	Mil	Thou	BHDM 1415	Bil	Mil	Thou	
1. Loans secured by real estate									1.
a. Construction, land development, and other land loans					1415				1.a.
b. Secured by farmland					1420				1.b.
c. Secured by 1-4 family residential properties:									
(1) Revolving, open-end loans secured by 1-4 family residential properties and extended under lines of credit					1797				1.c.(1)
(2) Closed-end loans secured by 1-4 family residential properties:									
(a) Secured by first liens					5367				1.c.(2)(a)
(b) Secured by junior liens					5368				1.c.(2)(b)
d. Secured by multifamily (5 or more) residential properties					1460				1.d.
e. Secured by nonfarm nonresidential properties					1480				1.e.
2. Loans to depository institutions and acceptances of other banks					1288				2.
a. To U.S. banks and other U.S. depository institutions	1292								2.a.
b. To foreign banks	1296								2.b.
3. Loans to finance agricultural production and other loans to farmers	1590				1590				3.
4. Commercial and industrial loans					1766				4.
a. To U.S. addressees (domicile)	1763								4.a.
b. To non-U.S. addressees (domicile)	1764								4.b.
5. Not applicable									
6. Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper)					1975				6.
a. Credit cards	B538								6.a.
b. Other revolving credit plans	B539								6.b.
c. Other consumer loans (includes single payment, installment, and all student loans)	2011								6.c.
7. Loans to foreign governments and official institutions (including foreign central banks)	2081				2081				7.
8. Not applicable									
9. All other loans	1635	1564			1635	1564			9. b.
10. Lease financing receivables (net of unearned income)					2165				10.
a. To U.S. addressees (domicile)	2162								10.a.
b. To non-U.S. addressees (domicile)	2162								10.b.
11. LESS: Any unearned income on loans reflected in items 1-9 above	2123				2123				11.
12. Total (sum of items 1 through 10 minus item 11) (total of column A must equal Schedule HC, sum of items 4.a and 4.b)	2122				2122				12.

Both
Font

Leases to individuals for household, family, and other personal expenditures (i.e. consumer leases)

All other lease financing receivables

Both
Font

9.a. Loans for purchasing and carrying securities (secured and unsecured)

1545

9.a. 3/03

INSERT F

bold font

- (1) 1-4 family residential construction, land development, and other land loans.
- (2) Other construction, land development, and other land loans.

[illegible]

1. a. (1)

 $1.a.(z)$

INSERT G

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- (1) Secured by owner-occupied nonfarm nonresidential properties
- (2) Secured by other nonfarm nonresidential properties

[illegible]

i.e. (1)

i.e. (2)

Schedule HC-E—Deposit Liabilities¹

Dollar Amounts in Thousands

	Bil	Mill	Thou	
1. Deposits held in domestic offices of commercial bank subsidiaries of the reporting bank holding company:	BHCB			
a. Demand deposits	2210			1.a.
b. NOW, ATS, and other transaction accounts	3187			1.b.
c. Money market deposit accounts and other savings accounts	2389			1.c.
d. Time deposits of less than \$100,000	6648			1.d.
e. Time deposits of \$100,000 or more	2604			1.e.
2. Deposits held in domestic offices of other depository institutions that are subsidiaries of the reporting bank holding company:	BHOD			
a. Noninterest-bearing balances	3189			2.a.
b. NOW, ATS, and other transaction accounts	3187			2.b.
c. Money market deposit accounts and other savings accounts	2389			2.c.
d. Time deposits of less than \$100,000	6648			2.d.
e. Time deposits of \$100,000 or more	2604			2.e.

Memoranda

	BHDM	Bil	Mill	Thou	
1. Brokered deposits less than \$100,000 with a remaining maturity of one year or less	A243				M.1.
2. Brokered deposits less than \$100,000 with a remaining maturity of more than one year	A164				M.2.
3. Time deposits of \$100,000 or more with a remaining maturity of one year or less	A242				M.3.
	BHFN				
4. Foreign office time deposits with a remaining maturity of one year or less	A245				M.4.

1. The sum of items 1.a through 1.e and items 2.a through 2.e. must equal the sum of Schedule HC, items 13.a.(1) and 13.a.(2).

Schedule HC-F—Other Assets

Dollar Amounts in Thousands

	BHCK	Bil	Mill	Thou	
1. Accrued interest receivable ¹	B556				1.
2. Net deferred tax assets ²	2148				2.
3. Interest-only strips receivable (not in the form of a security) ³ on:					
a. Mortgage loans	A519				3.a.
b. Other financial assets	A520				3.b.
4. Equity securities that DO NOT have readily determinable fair values ⁴	1752				4.
5. Other	2168				5.
a. Cash surrender value of life insurance (Report only amounts that exceed 25% of Schedule HC-E, item 5)	C009				5.a.
	bhct				
6. Total (sum of items 1 through 5)(must equal Schedule HC, item 11)	2160				6.

1. Include accrued interest receivable on loans, leases, debt securities and other interest-bearing assets.
2. See discussion of deferred income taxes in Glossary entry on "income taxes."
3. Report interest-only strips receivable in the form of a security as available-for-sale securities in Schedule HC, item 2.b, or as trading assets in Schedule HC, item 5, as appropriate.
4. Include Federal Reserve stock, Federal Home Loan Bank stock, and bankers' bank stock.

Schedule HC-G—Other Liabilities

Dollar Amounts in Thousands

	BHCK	Bil	Mill	Thou	
1. Not applicable					
2. Net deferred tax liabilities ¹	3049				2.
3. Allowance for credit losses on off-balance sheet credit exposures	B557				3.
4. Other	B984				4.
	bhcl				
5. Total (sum of items 2 through 4) (must equal Schedule HC, item 20)	2750				5.

1. See discussion of deferred income taxes in Glossary entry on "income taxes."

Schedule HC-K—Quarterly Averages

Dollar Amounts in Thousands

ASSETS	BHCK	Bil	Mil	Thou	
1. Securities	3515				1.
2. Federal funds sold and securities purchased under agreements to resell.....	3365				2.
3. Loans and leases	3516				3.
4. a. Trading assets	3401				4.a.
b. Other earning assets	B985				4.b.
5. Total consolidated assets	3368				5.
LIABILITIES					
6. Interest-bearing deposits (domestic).....	3517				6.
7. Interest-bearing deposits (foreign)	3404				7.
8. Federal funds purchased and securities sold under agreements to repurchase	3353				8.
9. All other borrowed money	2635				9.
10. Not applicable					
EQUITY CAPITAL					
11. Equity capital (excludes limited-life preferred stock).....	3519				11.

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(Report only transactions with nonrelated institutions)

Schedule HC-L—Derivatives and Off-Balance-Sheet Items

Dollar Amounts in Thousands

	BHCK	Bil	Mil	Thou	
1. Unused commitments (report only the unused portions of commitments that are fee paid or otherwise legally binding):					
a. Revolving, open-end loans secured by 1-4 family residential properties, e.g., home equity lines	3814				1.a.
b. Credit card lines	3815				1.b.
c. (1) Commitments to fund commercial real estate, construction, and land development loans secured by real estate	3516				1.c.(1) <i>e</i>
(2) Commitments to fund commercial real estate, construction, and land development loans NOT secured by real estate	6550				1.c.(2)
d. Securities underwriting	3817				1.d.
e. Other unused commitments	3818				1.e.
2. Financial standby letters of credit and foreign office guarantees	6566				2.
a. Amount of financial standby letters of credit conveyed to others	3820				2.a.
3. Performance standby letters of credit and foreign office guarantees	6570				3.
a. Amount of performance standby letters of credit conveyed to others	3822				3.a.
4. Commercial and similar letters of credit	3411				4.
5. Participations in acceptances conveyed to others by the reporting bank holding company	3428				5.
6. Securities lent	3433				6.
7. Credit derivatives:					
a. Notional amount of credit derivatives on which the reporting bank holding company or any of its consolidated subsidiaries is the guarantor	A534				7.a.
(1) Gross positive fair value	C219				7.a.(1)
(2) Gross negative fair value	C220				7.a.(2)
b. Notional amount of credit derivatives on which the reporting bank holding company or any of its consolidated subsidiaries is the beneficiary	A535				7.b.
(1) Gross positive fair value	C221				7.b.(1)
(2) Gross negative fair value	C222				7.b.(2)
8. Spot foreign exchange contracts	8765				8.

Schedule HC-M—Memoranda

Dollar Amounts in Thousands

	NUMBER (UNROUNDED)	BHCK	Bil	Mil	Thou	
1. Total number of bank holding company common shares outstanding	3459					1.
2. Debt maturing in one year or less (included in Schedule HC, items 16 and 19.a) that is issued to unrelated third parties by bank subsidiaries.....		6555				2.
3. Debt maturing in more than one year (included in Schedule HC, items 16 and 19.a) that is issued to unrelated third parties by bank subsidiaries.....		6556				3.
4. Other assets acquired in satisfaction of debts previously contracted.....		6557				4.
5. Securities purchased under agreements to resell <u>offset</u> against securities sold under agreements to repurchase on Schedule HC.....		A288				5.
6. Investments in real estate (to be reported only by bank holding companies authorized by the Federal Reserve to have real estate investments).....		3656				6.
7. Total assets of unconsolidated subsidiaries and associated companies. <u>Not applicable</u>		6576				7.
8. Has the bank holding company entered into a business combination during the calendar year that was accounted for by the purchase method of accounting? (Enter "1" for yes; enter "0" for no).....		BHCK C251				8.
9. Has the bank holding company restated its financial statements during the last quarter as a result of new or revised Statements of Financial Accounting Standards? (Enter "1" for yes; enter "0" for no)		BHCK 6689				9.
10. <u>Not applicable</u> Did your bank holding company reduce "Customers' liability or acceptances outstanding" by the amount of any participations (even immaterial amounts) in bankers' acceptances? (Enter "1" for yes; enter "0" for no)		BHCK 6019				10.
11. Have all changes in investments and activities been reported to the Federal Reserve on the Bank Holding Company Report of Changes in Organizational Structure (FR Y-10)? This item must be completed only by top tier bank holding companies. Top tier bank holding companies must not leave blank or enter "N/A." Lower tier bank holding companies should report "N/A." The top tier bank holding company must enter "1" for yes or for no changes to report; or enter "0" for no. If the answer to this questions is no, complete the FR Y-10.		BHCK 6416				11.
TEXT 6428						
Name of bank holding company official verifying FR Y-10 reporting (Please type or print)		Area Code and Phone Number (TEXT 9009)				
12. Intangible assets other than goodwill:		BHCK	Bil	Mil	Thou	
a. Mortgage servicing assets		3164				12.a.
(1) Estimated fair value of mortgage servicing assets	6438					12.a.(1)
b. Purchased credit card relationships and nonmortgage servicing assets		B026				12.b.
c. All other identifiable intangible assets		5507				12.c.
		bhct				
d. Total (sum of items 12.a, 12.b, and 12.c) (must equal Schedule HC, item 10.b)		0426				12.d.
13. Other real estate owned:		BHCK				
a. Real estate acquired in satisfaction of debts previously contracted.....		2744				13.a.
b. Other real estate owned.....		2745				13.b.
		bhct				
c. Total (sum of items 13.a and 13.b) (must equal Schedule HC, item 7).....		2150				13.c.
14. Other borrowed money:		BHCK				
a. Commercial paper.....		2309				14.a.
b. Other borrowed money with a remaining maturity of one year or less.....		2332				14.b.
c. Other borrowed money with a remaining maturity of more than one year		2333				14.c.
		bhct				
d. Total (sum of items 14.a, 14.b, and 14.c) (must equal Schedule HC, item 16)		3190				14.d.
15. Does the holding company sell private label or third party mutual funds and annuities? (Enter "1" for yes; enter "0" for no)		BHCK B569				15.
16. Assets under management in proprietary mutual funds and annuities		BHCK B570				16.

Schedule HC-M—Continued

The following two questions (items 17 and 18) will be used to determine if the reporting bank holding company must complete the Consolidated Bank Holding Company Report of Equity Investments in Nonfinancial Companies (FR Y-12). In most cases, these questions are only applicable to the top-tier BHC. See the line item instructions for further details.

17. Does the bank holding company hold, either directly or indirectly through a subsidiary or affiliate, any non-financial equity investments (see instructions for definition) within a Small Business Investment Company (SBIC) structure, or under section 4(c)(6) or 4 (c)(7) of the Bank Holding Company Act, or pursuant to the merchant banking authority of section 4(k)(4)(H) of the Bank Holding Company Act, or pursuant to the investment authority granted by Regulation K? (Enter "1" for yes; enter "0" for no).....
- | | |
|------|--|
| BHCK | |
| C161 | |
- 17.

If the answer to item 17 is no, your organization does not need to complete the FR Y-12. Skip item 18 and proceed to items 19.a and 19.b below. If the answer to item 17 is yes, proceed to item 18.

18. Do your aggregate nonfinancial equity investments (see instructions for definition) equal or exceed the lesser of \$100 million (on an acquisition cost basis) or 10 percent of the bank holding company's consolidated Tier 1 capital as of the report date? (Enter "1" for yes; enter "0" for no).....
- | | |
|------|--|
| BHCK | |
| C159 | |
- 18.

If the answer to **both** item 17 and item 18 is yes, your organization must complete the FR Y-12. Skip items 19.a and 19.b and proceed to item 20 below.

If the answer to **either** item 17 or item 18 is no, your organization does not need to complete the FR Y-12. Proceed to items 19.a. and 19.b. below.

Items 19.a. and 19.b. are to be completed by all bank holding companies that are not required to file the FR Y-12.

19. a. Has the bank holding company sold or otherwise liquidated its holding of any nonfinancial equity investment since the previous reporting period? (Enter "1" for yes; enter "0" for no).....
- | | |
|------|--|
| BHCK | |
| C700 | |
- 19.a.
- b. Does the bank holding company manage any nonfinancial equity investments for the benefit of others? (Enter "1" for yes; enter "0" for no).....
- | | |
|------|--|
| C701 | |
|------|--|
- 19.b.

Memoranda items 20 and 21 are to be completed only by ~~top-tier~~ bank holding companies who have made an effective election to become a financial holding company. See the line item instructions for further details.

20. Balances of broker-dealer subsidiaries engaged in underwriting or dealing securities pursuant to Section 4(k)(4)(E) of the Bank Holding Company Act as amended by the Gramm-Leach-Bliley Act:
- | BHCK | Bil | Mil | Thou |
|------|-----|-----|------|
| C252 | | | |
| 4832 | | | |
| 4833 | | | |
| 4834 | | | |
| 5041 | | | |
| 5043 | | | |
| 5045 | | | |
| 5047 | | | |
| C253 | | | |
- a. Net assets 20.a.
- b. Balances due from related institutions:
- (1) Due from the bank holding company (parent company only), gross 20.b.(1)
- (2) Due from subsidiary banks of the bank holding company, gross 20.b.(2)
- (3) Due from nonbank subsidiaries of the bank holding company, gross 20.b.(3)
- c. Balances due to related institutions:
- (1) Due to bank holding company (parent company only), gross 20.c.(1)
- (2) Due to subsidiary banks of the bank holding company, gross 20.c.(2)
- (3) Due to nonbank subsidiaries of the bank holding company, gross 20.c.(3)
- d. Intercompany liabilities reported in items 20.c.(1), 20.c.(2), and 20.c.(3) above that qualify as liabilities subordinated to claims of general creditors 20.d.
21. Net assets of insurance underwriting subsidiaries 21.

Memoranda item 22 is to be completed by bank holding companies with total assets of \$30 billion or more.

22. Address (URL) for the reporting bank holding company's web page that displays risk disclosures, including those about credit and market risk. (Example: www.examplebhc.com/riskdisclosures)

TEXT
C497

http:// _____

22.

Schedule HC-M - Continued

To Be Completed By All Bank Holding Companies

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23. Secured liabilities:

a. Amount of "Federal funds purchased in domestic offices" that are secured (included in Schedule HC, item 14.a) -

	B.I	M.I	Non	
XXXX				23, a.

b. Amount of "other borrowings" that are secured (included in Schedule HC-M, item 14.d)

XXXX				23, b.

Schedule HC-N—Past Due and Nonaccrual Loans, Leases, and Other Assets

Insert J

	(Column A) Past due 30 through 89 days and still accruing				(Column B) Past due 90 days or more and still accruing				(Column C) Nonaccrual				
	BHCK	Bil	Mil	Thou	BHCK	Bil	Mil	Thou	BHCK	Bil	Mil	Thou	
1. Loans secured by real estate:													
a. Construction, land development, and other land loans in domestic offices	2768				2769				3492				1.a. <i>e</i>
b. Secured by farmland in domestic offices	3493				3494				3495				1.b.
c. Secured by 1-4 family residential properties in domestic offices:													
(1) Revolving, open-end loans secured by 1-4 family residential properties and extended under lines of credit	5398				5399				5400				1.c.(1)
(2) Closed-end loans secured by 1-4 family residential properties:													
(a) Secured by first liens	C236				C237				C229				1.c.(2)(a)
(b) Secured by junior liens	C238				C239				C230				1.c.(2)(b)
d. Secured by multifamily (5 or more) residential properties in domestic offices	3499				3500				3501				1.d.
e. Secured by nonfarm non-residential properties in domestic offices	3502				3503				3504				1.e. <i>e</i>
f. In foreign offices	B572				B573				B574				1.f.
2. Loans to depository institutions and acceptances of other banks:													
a. U.S. banks and other U.S. depository institutions	5377				5378				5379				2.a.
b. Foreign banks	5380				5381				5382				2.b.
3. Loans to finance agricultural production and other loans to farmers	1594				1597				1583				3.
4. Commercial and industrial loans	1606				1607				1608				4.

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INSERT J

- bold font*
- (1) 1-4 family residential construction, land development, and other loans
 - (2) other construction, land development, and other land loans

land

xxx				xxx				xxx			
xxx				xxx				xxx			

l.a.(1)

l.a.(2)

INSERT K

- bold font*
- (1) Secured by ~~owner-occupied~~ owner-occupied nonfarm nonresidential properties
 - (2) Secured by other nonfarm nonresidential properties

xxx				xxx				xxx			
xxx				xxx				xxx			

l.e.(1)

l.e.(2)

Schedule HC-N—Continued

	(Column A) Past due 30 through 89 days and still accruing				(Column B) Past due 90 days or more and still accruing				(Column C) Nonaccrual				
	BHCK	Bil	Mil	Thou	BHCK	Bil	Mil	Thou	BHCK	Bil	Mil	Thou	
5. Loans to individuals for household, family, and other personal expenditures:													
a. Credit cards	B575				B576				B577				5.a.
b. Other (includes single payment, installment, all student loans, and revolving credit plans other than credit cards)	B578				B579				B580				5.b.
6. Loans to foreign governments and official institutions	5389				5390				5391				6.
7. All other loans	5459				5460				5461				7.
8. Lease financing receivables	4226				4227				4228				8. <i>e</i>
9. Debt securities and other assets (exclude other real estate owned and other repossessed assets)	3505				3506				3507				9.
10. TOTAL (sum of items 1 through 9)	5524				5525				5526				10.

Amounts reported in Schedule HC-N, items 1 through 8, above include guaranteed and unguaranteed portions of past due and nonaccrual loans and leases. Report in item 11 below certain guaranteed loans and leases that have already been included in the amounts reported in items 1 through 8.

	(Column A) Past due 30 through 89 days and still accruing				(Column B) Past due 90 days or more and still accruing				(Column C) Nonaccrual				
	BHCK	Bil	Mil	Thou	BHCK	Bil	Mil	Thou	BHCK	Bil	Mil	Thou	
11. Loans and leases reported in items 1 through 8 above which are wholly or partially guaranteed by the U.S. Government	5612				5613				5614				11.
a. Guaranteed portion of loans and leases included in item 11 above	5615				5616				5617				11.a.

Insert L

a. Leases to individuals
for household, family, and
other personal expenditures

xxx				xxx				xxx			8.a.
xxx				xxx				xxx			8.b.

b. All other lease financing
receivables



Schedule HC-P — 1-4 Family Residential Mortgage Banking Activities

Schedule HC-P is to be completed by bank holding companies with \$1 billion or more in total assets and by other bank holding companies that have a bank subsidiary that is required to report this information at the direction of their primary federal regulator¹.

Dollar Amounts in Thousands		BHCK	Bil	Mil	Thou	
1.	Closed-end 1-4 family residential mortgages originated during the quarter:					
	a. First liens	XXXX				1.a.
	b. Junior liens	XXXX				1.b.
2.	Closed-end 1-4 family residential mortgages purchased during the quarter:					
	a. First liens	XXXX				2.a.
	b. Junior liens	XXXX				2.b.
3.	Closed-end 1-4 family residential mortgages sold during the quarter:					
	a. First liens	XXXX				3.a.
	b. Junior liens	XXXX				3.b.
4.	Closed-end 1-4 family residential mortgages held for sale at quarter-end (included in Schedule HC, item 4.a):					
	a. First liens	XXXX				4.a.
	b. Junior liens	XXXX				4.b.
		Year-to-date				
		BHCK	Bil	Mil	Thou	
5.	Noninterest income earned from closed-end 1-4 family residential mortgage banking activities (included in Schedule HI, items 5.f, 5.g, and 5.i).....	XXXX				5.

¹ The \$1 billion asset size test is generally based on the total assets reported as of June 30.

For Federal Reserve Bank Use Only

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Schedule HC-R—Regulatory Capital

This schedule is to be submitted on a consolidated basis only by the top tier bank holding company when the total consolidated assets of the company are \$450 million or more.

Dollar Amounts in Thousands

		bhcx	Bil	Mil	Thou	
Tier 1 capital						
1. Total equity capital (from Schedule HC, item 28)		3210				1.
2. LESS: Net unrealized gains (losses) on available-for-sale securities ¹ (if a gain, report as a positive value; if a loss, report as a negative value)		BHCK				2.
3. LESS: Net unrealized loss on available-for-sale equity securities ¹ (report loss as a positive value)		8434				3.
4. LESS: Accumulated net gains (losses) on cash flow hedges ¹ (if a gain, report as a positive value; if a loss, report as a negative value)		A221				4.
5. LESS: Nonqualifying perpetual preferred stock		4336				5.
6. a. Qualifying minority interests in consolidated subsidiaries and similar items		B588				6.a.
b. Qualifying trust preferred securities ²		B589				6.b.
7. LESS: Disallowed goodwill and other disallowed intangible assets		C502				7.
8. Subtotal (sum of items 1, 6.a. and 6.b, less items 2, 3, 4, 5 and 7)		B590				8.
9. a. LESS: Disallowed servicing assets and purchased credit card relationships		C227				9.a.
b. LESS: Disallowed deferred tax assets		B591				9.b.
10. Other additions to (deductions from) Tier 1 capital		5610				10.
11. Tier 1 capital (sum of items 8 and 10, less items 9.a and 9.b)		B592				11.
		8274				
Tier 2 capital						
12. Qualifying subordinated debt and redeemable preferred stock		5306				12.
13. Cumulative perpetual preferred stock includible in Tier 2 capital		B593				13.
14. Allowance for loan and lease losses includible in Tier 2 capital		5310				14.
15. Unrealized gains on available-for-sale equity securities includible in Tier 2 capital		2221				15.
16. Other Tier 2 capital components		B594				16.
17. Tier 2 capital (sum of items 12 through 16)		5311				17.
18. Allowable Tier 2 capital (lesser of item 11 or 17)		8275				18.
19. Tier 3 capital allocated for market risk		1395				19.
20. LESS: Deductions for total risk-based capital		B595				20.
21. Total risk-based capital (sum of items 11, 18, and 19, less item 20)		3792				21.
Total assets for leverage ratio						
22. Average total assets (from Schedule HC-K, item 5)		bhct				22.
23. LESS: Disallowed goodwill and other disallowed intangible assets (from item 7 above)		3368				23.
24. LESS: Disallowed servicing assets and purchased credit card relationships (from item 9.a above)		B590				24.
25. LESS: Disallowed deferred tax assets (from item 9.b above)		B591				25.
26. LESS: Other deductions from assets for leverage capital purposes		5610				26.
27. Average total assets for leverage capital purposes (item 22 less items 23 through 26)		BHCK				27.
28.-30. Not applicable		B596				
		A224				
Capital ratios						
31. Tier 1 leverage ratio (item 11 divided by item 27)		BHCK	Percentage			31.
32. Tier 1 risk-based capital ratio (item 11 divided by item 62)		7204			%	32.
33. Total risk-based capital ratio (item 21 divided by item 62)		7206			%	33.
		7205			%	

1. Report amount included in Schedule HC, item 26.b, "Accumulated other comprehensive income."

2. Includes subordinated notes payable to unconsolidated trusts issuing trust preferred securities net of the bank holding company's investment in the trust, and trust preferred securities issued by consolidated special purpose entities, that qualify as Tier 1 capital.

Schedule HC-R—Continued

Memoranda

Dollar Amounts in Thousands

	BHCK	Bl	Mil	Thou	
1. Current credit exposure across all derivative contracts covered by the risk-based capital standards.....	8764				M.1.

2. Notional principal amounts of derivative contracts:¹

With a remaining maturity of														
(Column A) One year or less					(Column B) Over one year through five years					(Column C) Over five years				
BHCK	Tril	Bl	Mil	Thou	BHCK	Tril	Bl	Mil	Thou	BHCK	Tril	Bl	Mil	Thou
3809					8766					8767				
3812					8769					8770				
8771					8772					8773				
8774					8775					8776				
8777					8778					8779				
A000					A001					A002				

g. Insert M

3. Preferred stock (including related surplus) eligible for inclusion in Tier 1 capital:

a. Noncumulative perpetual preferred stock (included and reported in "Total equity capital," on Schedule HC).....	5479				3.a.
b. Cumulative perpetual preferred stock (included and reported in "Total equity capital," on Schedule HC)	5990				3.b.
c. Other noncumulative preferred stock eligible for inclusion in Tier 1 capital (e.g., REIT preferred securities) (included in Schedule HC, item 22)	C498				3.c.
d. Other cumulative preferred stock eligible for inclusion in Tier 1 capital (excluding trust preferred securities) (included in Schedule HC, item 20 or 22)	A507				3.d.
4. Offsetting debit to the liability (i.e., the contra account) for Employee Stock Ownership Plan (ESOP) debt guaranteed by the reporting bank holding company (included in Schedule HC, item 27)	2771				4.
5. Treasury stock (including offsetting debit to the liability for ESOP debt) (included in Schedule HC, item 27):					
a. In the form of perpetual preferred stock	5483				5.a.
b. In the form of common stock	5484				5.b.

¹ Exclude foreign exchange contracts with an original maturity of 14 days or less and all futures contracts.

6. Market risk equivalent assets attributable to specific risk (included in
Schedule HC-R, item 58)

xxxxx 6.

INSERT IM

- g. Credit derivative contracts:
- (1) Investment grade
 - (2) Subinvestment grade

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M.2.g.(1)

M.2.g.(2)

For Federal Reserve Bank Use Only
C.I. ☐**Schedule HC-S—Servicing, Securitization, and Asset Sale Activities**

		C000																							
		(Column A) 1-4 Family Residential Loans			(Column B) Home Equity Lines			(Column C) Credit Card Receivables			(Column D) Auto Loans			(Column E) Other Consumer Loans			(Column F) Commercial and Industrial Loans			(Column G) All Other Loans, <i>Alone Leases, and All other Assets</i>					
		Bil	Mill	Thou	Bil	Mill	Thou	Bil	Mill	Thou	Bil	Mill	Thou	Bil	Mill	Thou	Bil	Mill	Thou	Bil	Mill	Thou			
Securitization Activities																									
1. Outstanding principal balance of assets sold and securitized with servicing retained or with recourse or other seller-provided credit enhancements		BHCK B705			BHCK B706			BHCK B707			BHCK B708			BHCK B709			BHCK B710			BHCK B711					
2. Maximum amount of credit exposure arising from recourse or other seller-provided credit enhancements provided to structures reported in item 1 in the form of:																									
a. Credit enhancing interest-only strips (included in HC-B, HC-D, or HC-F)		BHCK B712			BHCK B713			BHCK B714			BHCK B715			BHCK B716			BHCK B717			BHCK B718					
b. Subordinated securities and other residual interests		BHCK C393			BHCK C394			BHCK C395			BHCK C396			BHCK C397			BHCK C398			BHCK C399					
c. Standby letters of credit and other enhancements		BHCK C400			BHCK C401			BHCK C402			BHCK C403			BHCK C404			BHCK C405			BHCK C406					
3. Reporting institution's unused commitments to provide liquidity to structures reported in item 1		BHCK B726			BHCK B727			BHCK B728			BHCK B729			BHCK B730			BHCK B731			BHCK B732					
4. Past due loan amounts included in item 1:																									
a. 30-89 days past due		BHCK B733			BHCK B734			BHCK B735			BHCK B736			BHCK B737			BHCK B738			BHCK B739					
b. 90 days or more past due		BHCK B740			BHCK B741			BHCK B742			BHCK B743			BHCK B744			BHCK B745			BHCK B746					
5. Charge-offs and recoveries on assets sold and securitized with servicing retained or with recourse or other seller-provided credit enhancements (calendar year-to-date):																									
a. Charge-offs		BHCK B747			BHCK B748			BHCK B749			BHCK B750			BHCK B751			BHCK B752			BHCK B753					
b. Recoveries		BHCK B754			BHCK B755			BHCK B756			BHCK B757			BHCK B758			BHCK B759			BHCK B760					

Schedule HC-S—Continued

	(Column A) 1-4 Family Residential Loans			(Column B) Home Equity Lines			(Column C) Credit Card Receivables			(Column D) Auto Loans			(Column E) Other Consumer Loans			(Column F) Commercial and Industrial Loans			(Column G) All Other Loans <i>All Leases, and All other Assets</i>				
	Bil	Mill	Thou	Bil	Mill	Thou	Bil	Mill	Thou	Bil	Mill	Thou	Bil	Mill	Thou	Bil	Mill	Thou	Bil	Mill	Thou		
Dollar Amounts in Thousands																							
6. Amount of ownership (or seller's) interests carried as:																							
a. Securities (included in HC-B)				BHCK B761			BHCK B762									BHCK B763						6.a.	
				BHCK B500			BHCK B501									BHCK B502						6.b.	
b. Loans (included in HC-C)																							
7. Past due loan amounts included in interests reported in item 6.a:																							
a. 30-89 days past due				BHCK B764			BHCK B765									BHCK B766						7.a.	
				BHCK B767			BHCK B768									BHCK B769						7.b.	
b. 90 days or more past due																							
8. Charge-offs and recoveries on loan amounts included in interests reported in item 6.a (calendar year-to-date):																							
a. Charge-offs				BHCK B770			BHCK B771									BHCK B772						8.a.	
				BHCK B773			BHCK B774									BHCK B775						8.b.	
b. Recoveries																							
For Securitization Facilities Sponsored By or Otherwise Established By Other Institutions																							
9. Maximum amount of credit exposure arising from credit enhancements provided by the reporting institution to other institutions' securitization structures in the form of standby letters of credit, purchased subordinated securities, and other enhancements	BHCK B776			BHCK B777			BHCK B778			BHCK B779			BHCK B780			BHCK B781			BHCK B782			9.	
10. Reporting institution's unused commitments to provide liquidity to other institutions' securitization structures	BHCK B783			BHCK B784			BHCK B785			BHCK B786			BHCK B787			BHCK B788			BHCK B789			10.	
Asset Sales																							
11. Assets sold with recourse or other seller-provided credit enhancements and not securitized	BHCK B790			BHCK B791			BHCK B792			BHCK B793			BHCK B794			BHCK B795			BHCK B796			11.	
12. Maximum amount of credit exposure arising from recourse or other seller-provided credit enhancements provided to assets reported in item 11	BHCK B797			BHCK B798			BHCK B799			BHCK B800			BHCK B801			BHCK B802			BHCK B803			12. 3/02	

Board of Governors of the Federal Reserve System



Bank holding companies must maintain in their files a manually signed and attested printout of the data submitted.

Parent Company Only Financial Statements for Large Bank Holding Companies—FR Y-9LP

Report at the close of business as of the last calendar day of the quarter

This Report is required by law: Section 5(c) of the Bank Holding Company Act (12 U.S.C. 1844) and Section 225.5(b) of Regulation Y [12 CFR 225.5(b)].

500
This report form is to be filed by the parent company of large bank holding companies. For purposes of this report, large bank holding companies are bank holding companies with total consolidated assets of \$150 million or more, or ~~multibank~~ holding companies with debt outstanding to the general public or that

that meet certain criteria

~~are engaged in a nonbank activity (either directly or indirectly) involving financial leverage or engaged in credit extending activities, regardless of size. When such bank holding companies are tiered bank holding companies, separate reports are also to be filed by each of the subsidiary bank holding companies. The Federal Reserve may not conduct or sponsor, and an organization (or a person) is not required to respond to, a collection of information unless it displays a currently valid OMB control number.~~

NOTE: The Parent Company Only Financial Statements for Large Bank Holding Companies must be signed by an authorized officer of the bank holding company.

I, Name and Title of Officer

have reviewed the Parent Company Only Financial Statements for Large Bank Holding Companies filed by the named bank holding company and believe that the report has been prepared in accordance with instructions issued by the Federal Reserve.

Signature of Officer

Date of Signature

The Parent Company Only Financial Statements for Large Bank Holding Companies is to be prepared in accordance with the instructions provided by the Federal Reserve System.

Date of Report:

~~June 30, 2005~~ March 31, 2006

Month / Date / Year (BHCP 9999)

→ INSERT (N)

Legal Title of Bank Holding Company (TEXT 9010)

(Mailing Address of the Bank Holding Company) Street / P.O. Box (TEXT 9110)

City (TEXT 9130)

State (TEXT 9200)

Zip Code (TEXT 9220)

Return to the appropriate Federal Reserve District Bank the completed original and the number of copies specified by that District Bank.

Person to whom questions about this report should be directed:

For Federal Reserve Bank Use Only

RSSD ID

C.I.

S.F.

Name / Title (TEXT 8901)

Area Code / Phone Number (TEXT 8902)

FAX Number (TEXT 9116)

E-mail Address of Contact (TEXT 4086)

Public reporting burden for this information collection is estimated to vary from 2 to 13.5 hours per response, with an average of 4.75 hours per response, including time to gather and maintain data in the required form and to review instructions and complete the information collection. Comments regarding this burden estimate or any other aspect of this information collection, including suggestions for reducing the burden, may be sent to Secretary, Board of Governors of the Federal Reserve System, Washington, D.C. 20551, and to the Office of Management and Budget, Paperwork Reduction Project (7100-0128), Washington, D.C. 20503.

INSERT N

We, the undersigned officers of this bank holding company, are responsible for establishing and maintaining adequate internal controls over financial reporting, including controls over regulatory reports. We attest that the Parent Company Only Financial Statements for Large Bank Holding Companies (including the supporting schedules) for this report date have been prepared in accordance with the instructions issued by the Federal Reserve and to the best of our knowledge and belief are true and correct.

Printed Name of Chief Executive Officer¹

Printed Name of Chief Financial Officer¹

Signature of Chief Executive Officer¹

Signature of Chief Financial Officer¹

Date of Signature

Date of Signature

1. Or the person performing similar functions. If same person performs functions of both chief executive officer and chief financial officer, only one signature is required.

(TEXT XXXX)

(TEXT XXXX)

Board of Governors of the Federal Reserve System



that meet certain criteria to file the Consolidated Financial Statements for Bank Holding Companies (FR Y-9C)

Parent Company Only Financial Statements for Small Bank Holding Companies—FR Y-9SP

Report at the close of business as of the last calendar day of June and December

This Report is required by law: Section 5(c) of the Bank Holding Company Act (12 U.S.C. 1844) and Section 225.5(b) of Regulation Y [12 CFR 225.5(b)].

This report form is to be filed by small bank holding companies. For purposes of this report, small bank holding companies are bank holding companies that ~~have one subsidiary bank and~~ have total consolidated assets of less than **\$500** million, ~~or~~ **except** ~~multi-bank holding companies with total consolidated assets of less than \$150 million, without any debt outstanding to the~~

~~general public and not engaged in a nonbank activity (either directly or indirectly) involving financial leverage and not engaged in credit extending activities.~~ When such bank holding companies are tiered bank holding companies, separate reports are also to be filed by each of the subsidiary bank holding companies. The Federal Reserve may not conduct or sponsor, and an organization (or a person) is not required to respond to, a collection of information unless it displays a currently valid OMB control number.

NOTE: The Parent/Company Only Financial Statements for Small Bank Holding Companies must be signed by an authorized officer of the bank holding company.

Name and Title of Officer

have reviewed the Parent Company Only Financial Statements for Small Bank Holding Companies filed by the named bank holding company and believe that the report has been prepared in accordance with instructions issued by the Federal Reserve.

Signature of Bank Holding Company Official

Date of Signature

The Parent Company Only Financial Statements for Small Bank Holding Companies is to be prepared in accordance with the instructions provided by the Federal Reserve System.

Date of Report:

June 30, 2005-2006

Month / Date / Year (BHSP 9999)

Legal Title of Bank Holding Company (TEXT 9010)

(Mailing Address of the Bank Holding Company) Street / P.O. Box (TEXT 9110)

City (TEXT 9130)

State (TEXT 9200)

Zip Code (TEXT 9220)

Return to the appropriate Federal Reserve District Bank the completed original and the number of copies specified by that District Bank.

Bank holding companies must maintain in their files a manually signed and attested printout of the data submitted.

Person to whom questions about this report should be directed:

Name / Title (TEXT 8901)

Area Code / Phone Number (TEXT 8902)

FAX Number (TEXT 9116)

E-mail Address of Contact (TEXT 4086)

For Federal Reserve Bank Use Only

RSSD ID

C.I.

S.F.

INSERT O

We, the undersigned officers of this bank holding company, are responsible for establishing and maintaining adequate internal controls over financial reporting, including controls over regulatory reports. We attest that the Parent Company Only Financial Statements for Small Bank Holding Companies (including the supporting schedules) for this report date has been prepared in accordance with the instructions issued by the Federal Reserve and to the best of our knowledge and belief is true and correct.

Printed Name of Chief Executive Officer¹

Printed Name of Chief Financial Officer¹

Signature of Chief Executive Officer¹

Signature of Chief Financial Officer¹

Date of Signature

Date of Signature

1. Or the person performing similar functions. If same person performs functions of both chief executive officer and chief financial officer, only one signature is required.

(TEXT XXXX)

(TEXT XXXX)

Schedule SC-M—Memoranda

Items 1 through 13 are to be completed by all bank holding companies filing the FR Y-9SP report.

Dollar Amounts in Thousands

	BHSP	Mil	Thou	
1. Total consolidated assets of the bank holding company	8519			M.1.
2. Bank holding company (parent company only) borrowings not held by financial institution(s) or by insiders (including directors) and their interests (included in items 10 or 11 above)	3152			M.2.
3. Treasury stock (report only if the amount exceeds 5% of equity capital) included in item 16.e above	3153			M.3.
4. Amount of nonvoting equity capital, including related surplus (Included in balance sheet items 16.a., 16.b., 16.c., and 16.d.)	C702			M.4.
5. Total loans from parent bank holding company and nonbank subsidiary(s) to insiders (excluding directors) and their interests	3155			M.5.
6. Pledged securities	0416			M.6.
7. a. Fair value of securities classified as available-for-sale in item 2 of the balance sheet	8516			M.7.a.
b. Amortized cost of securities classified as held-to-maturity in item 2 of the balance sheet	8517			M.7.b.
8. Not applicable. <i>Insert P</i>	<i>XXXX</i>			M.8.
9. Balances held by the subsidiary bank(s) due from nonbank subsidiaries of the parent bank holding company	6796			M.9.
10. Balances held by the subsidiary bank(s) due to nonbank subsidiaries of the parent bank holding company	6797			M.10.
11. Other assets (only report amounts that exceed 25 percent of balance sheet, line item 7):				
a. Accounts receivable	A024			M.11.a.
b. Income taxes receivable	C256			M.11.b.
c. Premises and fixed assets	2145			M.11.c.
d. Net deferred tax assets	2148			M.11.d.
e. Cash surrender value of life insurance policies	C009			M.11.e.
f. TEXT 8520	8520			M.11.f.
g. TEXT 8521	8521			M.11.g.
h. TEXT 8522	8522			M.11.h.
12. Other liabilities (only report amounts that exceed 25 percent of balance sheet, line item 13):				
a. Accounts payable	3066			M.12.a.
b. Income taxes payable	C257			M.12.b.
c. Dividends payable	2932			M.12.c.
d. Net deferred tax liabilities	3049			M.12.d.
e. TEXT 8523	8523			M.12.e.
f. TEXT 8524	8524			M.12.f.
g. TEXT 8525	8525			M.12.g.
13. Notes payable to special-purpose subsidiaries that issued trust preferred securities (included in balance sheet, item 14.b)	C255			M.13.
14. Have all changes in investments and activities been reported to the Federal Reserve on the Bank Holding Company Report of Changes in Organizational Structure (FR Y-10)? This item must be completed only by the top-tier bank holding company (and single-tier bank holding companies). The top-tier bank holding company must not leave blank or enter "N/A." Lower-tier bank holding companies should report "N/A." The top-tier bank holding company must enter "1" for yes or for no changes to report; or enter "0" for no. If the answer to this question is no, complete the FR Y-10.	BHSP 6416			M.14.
TEXT 6428				

Name of bank holding company official verifying FR Y-10 reporting
(Please type or print name)

Area Code and Phone Number (TEXT 9009)

INSERT P

- 8.a. Total off-balance-sheet activities conducted either directly or through a nonbank subsidiary
- 8.b. Total debt and equity securities (other than trust preferred securities) outstanding that are registered with the Securities and Exchange Commission